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13 **UNITED STATES DISTRICT COURT**

14 **DISTRICT OF NEVADA**

15 CHRISTINA CANTU and REBEKAH
16 SVINNING, on behalf of themselves
17 and all others similarly situated,

18 Plaintiffs,

v.

19 THOMPSON MICHIE ASSOCIATES,
20 LLC, a foreign limited liability
21 company; TM EQUITIES INC., f/k/a
22 THOMPSON MICHIE ASSOCIATES,
23 INC., a foreign corporation; and DOES
24 1 through 50, inclusive,

25 Defendants.

26 Case No. 2:24-CV-00908-APG-DJA

27 **DECLARATION OF RACHEL MARINER ESQ.
28 IN SUPPORT OF PLAINTIFFS' OPPOSITION
TO DEFENDANT TM EQUITIES INC.'S
MOTION TO DISMISS PURSUANT TO FRCP
12(b)(2) AND 12(b)(6); ALTERNATIVE MOTION
FOR STAY PENDING JURISDICTIONAL
DISCOVERY**

29 I, Rachel Mariner, hereby declare as follows:

30 1. I am an attorney with Rafii & Associates, P.C., counsel of record for Plaintiffs in this
31 action, on behalf of themselves and all others similarly situated. The following declaration is based
32 upon my own personal observation and knowledge, and if called upon to testify regarding the things
33 contained therein, I could competently so testify.

34 2. I am submitting this declaration in support of Plaintiffs' Opposition to TM Equities
35 Inc.'s Motion to Dismiss Pursuant to FRCP 12(b)(2) and 12(b)(6) ("Opposition") and Plaintiffs'
36 alternative motion for a stay pending jurisdictional discovery. In connection with Plaintiffs'
37 Opposition, my colleague Jason Kuller and I researched publicly available information concerning

1 the relationship between TM Equities Inc., *f/k/a Thompson Michie Associates Inc.* and Thompson
2 Michie Associates, LLC, including among its various principals.

3 3. A Google search in Chrome and Edge reveals that www.tmequities.com is a formerly
4 functional website that has been removed from the web.

5 4. The WayBackMachine (web.archive.org) reveals date specific content on a web site,
6 on the date that its bot last crawled the site. It does not confirm whether there was content posted
7 online at that URL after that date because the WayBackMachine's bots do not frequently crawl
8 unpopular websites. The pages archived in the WayBackMachine for the site www.tmequities.com
9 were first scraped on May 14, 2006, and last scraped on December 27, 2021. In between and including
10 those 2 dates, the WayBackMachine saved content from that URL 42 times. Prior to the last saving
11 it previously only crawled that URL on one other date in the same year (April 19, 2021) and only once
12 the year before (January 29, 2020), which strongly suggests that, at that time, it regarded this URL as
13 one of the lesser visited places on the internet.

14 5. Every saved version of the web site www.tmequities.com prominently included the
15 text: “**Our Mission** Investment in multi-family and other Real Estate opportunities in the
16 intermountain region. Minimum community size of 100 units.” *See Exhibit A* in Index of Exhibits,
17 filed concurrently herewith.

18 6. Second, the “Who We Are” of www.tmequities.com (attached as **Exhibit B**) states:

19 TM Equities Inc. was formed in 1973 as Thompson Michie Associates, Inc. (“TMA”) by
20 Roger H. Thompson and James R. Michie. It was formed for the purpose of managing and developing various forms of real estate. TMA became experienced in managing for its own account and for the accounts of several clients, many types of income properties including office buildings, industrial space, apartment communities, and condominium owners associations. It also developed significant properties for its own account and in partnership with various financial institutions. TMA's experience included management of commercial and residential properties in Utah, Arizona, Colorado, Pennsylvania, Nevada, New Mexico and Texas. TMA has also been extensively involved in helping institutions with their own real estate portfolios and acting as receiver for the courts. TMA has done consulting work for major pension funds and has acted as expert witness in civil litigation regarding the market conditions and absorption rates in the Utah real estate market.

26 Since approximately 1985, TMA and its principals, James R. Michie and Roger H. Thompson, have been acquiring multi-family apartment properties. Because TMA's principals came from a development background, TMA knows the challenges in owning properties. It also feels it has unique expertise in increasing equity values through sophisticated procedures and in the application of value-added



1 techniques. TMA's goal in almost all instances is to find ways to increase the rental
 2 rates, net operating income, the net rentable area, or a possible change of use. Often,
 3 cosmetic changes, which are not too expensive, can make a great difference in the
 4 attractiveness and the rentability of a property. TMA insists that its properties are neat
 5 and clean and present the best "curb appeal" possible. In addition, TMA has had
 6 extensive experience in the restoration of historic structures and the rehabilitation of
 7 neglected properties. This experience includes the supervision of complete change-
 8 out of electrical and plumbing, total interior renovations including kitchens and
 9 bathrooms, exterior cosmetic improvements and landscaping. TMA has received
 10 community awards for its restoration and rehabilitation endeavors. In 2005, TMA sold
 11 its property management operations to R. Eric Thompson and Trenton S. Michie and
 12 the company changed its name to TM Equities Inc., reflecting is new, primary
 13 objective of further acquisition of investment properties. Thompson Michie
 14 Associates, LLC continues to carry on the legacy of property management excellence
 15 developed by Roger Thompson and Jim Michie.

16 7. Third, a "Portfolio" page which mentions 216 units at the Rancho Serene Apartments
 17 in Las Vegas, Nevada is attached as **Exhibit C**.

18 8. I confirmed that www.tmequities.com is currently a registered URL via a standard
 19 "Who Is" search – which is an industry standard registration verification search method. I used
 20 <https://who.is/> to perform the search and found the resulting records at this address:
 21 <https://who.is/whois/tmequities.com>. The page at that address reveals that the www.tmequities.com
 22 domain name is currently registered with GoDaddy.com, LLC by a private anonymous client. The
 23 registration was last updated on January 27, 2024, when one year's registration was bought, which
 24 means the domain name is currently set to expire on January 28, 2025.

25 9. Additionally, a data aggregator website www.preqin.com states that TM Equities:
 26 TM Equities (formerly known as Thompson Michie Associates) is a US-based real
 27 estate firm, specializing in the acquisition, development, rehabilitation management
 28 and real estate assets. **Established in 1973, the firm focuses on opportunities in**
multi-family, industrial and office properties across the US with a primary focus
in the intermountain region.

29 (Emphasis added). A screenshot is attached as **Exhibit D**.

30 10. The website www.thompsonmichie.com does not distinguish between Thompson
 31 Michie Associates, Inc., Thompson Michie Associates, LLC and TM Equities, Inc. The "About Us"
 32 section is blank. A screenshot is attached as **Exhibit E**.

33 11. The WayBackMachine's archive for www.thompsonmichie.com for the last 4 years
 34 reveals that it crawled that URL 15 times during that time period. However, for each of those archives,
 35 there is no content and the WayBackMachine reports: "Some files on the server may be missing or



1 incorrect. Clear browser cache and try again. If the problem persists please contact website author.”
 2 I believe that this message typically appears in the WayBackMachine when a website owner has
 3 contacted the WayBackMachine and asked for their pages to be deleted. The fact that content deletion
 4 can occur in the WayBackMachine is evidenced by its deletion publicly available deletion policy at
 5 <https://help.archive.org/help/how-do-i-request-to-remove-something-from-archive-org/>.

6 12. Further, a search of Thompson Michie Communities on www.apartments.com yields
 7 a map pinpointing the Henderson area of Nevada as reproduced and attached as **Exhibit F**.

8 13. Attached at **Exhibit G** is a Las Vegas Review-Journal article by Eli Segall, “Utah Firm
 9 Buys Henderson Apartment Complex for Almost \$100M” dated May 11, 2018, which I accessed by
 10 searching for “TM Equities” and “Nevada” in Google via the Chrome browser.

11 14. That article states:

12 Salt Lake City investment firm TM Equities recently bought the Castile apartment
 13 complex in Henderson for \$99.6 million, more than five years after buying a rental
 14 complex up the road for \$30 million, property records show... TM Equities owns other
 15 apartment complexes in Henderson, property records show, including Adobe Ranch.
 16 The 234-unit complex at 1350 Kelso Dunes Ave., near the corner of Stephanie and
 17 Warm Springs Road, was built in 2003 and sits about 2 miles north of Castile.

18 15. Attached as **Exhibit H** is a Las Vegas Review-Journal article by Bailey Schulz, “Wage
 19 theft a problem across industries study says (NV)” dated June 3, 2019, and posted by the National
 20 Alliance of Fair Contracting on July 9, 2019 here: <https://faircontracting.org/wage-theft-a-problem-across-industries-study-says-nv/>.

21 16. Attached as **Exhibit I** is a screenshot taken from a search of Clark County Assessor
 22 online records at www.clarkcountynv.gov/government/assessor/property_search.

23 17. Attached as **Exhibit J** is Multifamily News article by Jeff Haman, “*Wolff Co sells Las
 24 Vegas Community for \$151 Million*” dated February 21, 2022, available at <https://multifamily.today/wolff-co-sells-vegas-community-for-151m/>.

25 18. Attached as **Exhibit K** is a page from the website www.sentry.financial/real-estate.

26 19. Attached as **Exhibit L** is a list of the Registered Principals of TM Equities Inc. from
 27 the State of Utah Business Registration showing Trenton S. Smith and R. Eric Thompson (aka “Roger
 28 E. Thompson”) as Director and Vice President respectively.



1 20. Attached as **Exhibit M** is a recent article (Spring 2004) from Roger H. Thompson's
2 law school alma mater (S.J. Quinney College of Law) stating as follows: "After practicing law for a
3 few years, Thompson partnered with his friend Jim Michie in 1973 to create a real estate partnership
4 called TM Equities...Although Thompson is semi-retired now ***and his son and partner's son run TM***
5 ***Equities' day-to-day affairs***, he says he will probably never fully retire." (Ellipsis and emphasis
6 added).

7 21. Attached as **Exhibit N** is a list from the Nevada Secretary of State showing those
8 entities in which TM Equities Inc. is a manager or officer.

9 22. Attached as **Exhibit O** is the filing history of TM Equities Inc. with the Nevada
10 Secretary of State, showing multiple filings in the last 25 years dating back to 1998.

11 23. Attached as **Exhibit P** is the name history of TM Equities Inc. with the Nevada
12 Secretary of State, showing a name change from Thompson Michie Associates, Inc. in 2005.

13 24. Attached as **Exhibit Q** is the Nevada Secretary of State entity information for La Vie,
14 LLC, showing TM Equities Inc. as the Manager with Roger E. Thompson (of Thompson Michie
15 Associates, LLC fame) an Authorized Signer.

16 25. Attached as **Exhibit R** is the Nevada Secretary of State entity information for the
17 Aviary at Union Village, LLC, showing Roger E. Thompson as an Authorized Signer and James R.
18 Michie (of TM Equities Inc. fame) as "other."

19 26. Attached as **Exhibit S** is the Nevada Secretary of State entity information for
20 Thompson Michie Associates, LLC, showing the default status of Thompson Michie Associates, LLC,
21 on April 5, 2024.

22 27. Attached as **Exhibit T** is a housing and civil enforcement case document showing a
23 settlement with Thompson Michie Associates Inc. (represented by CEO Roger H. Thompson) as
24 owner and manager of Rancho Serene apartments in Las Vegas, Nevada.

25 28. Attached as **Exhibit U** is the Thompson Michie Associates, LLC online profile and
26 history from Datanyze, another data aggregator, apparently showing Roger H. Thompson as Chief
27 Financial Officer (whereas his son Roger E. Thompson serves as CEO and Trent Michie serves as
28 President).



29. Attached as **Exhibit V** is a printout of the online Better Business Bureau Profile for Thompson Michie Associates, LLC.

30. I declare under penalty of perjury under the laws of the United States of America and the State of Nevada that the foregoing is true and correct.

Executed on June 18, 2024, in Washington, DC.

/s/Rachel Mariner

Rachel Mariner
Rafii and Associates, P.C.
Attorneys for Plaintiffs

RAFII & ASSOCIATES, P.C.
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